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UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION

In re	) Case Nos. 19-30088 DM (Lead Case)
	) 19-30089 DM
PG&E CORPORATION)
	) Chapter 11
-and-	) Jointly Administered
)
PACIFIC GAS AND ELECTRIC	) NORTHERN CALIFORNIA POWER
COMPANY	) AGENCY'S STATEMENT OF SUPPORT FOR
	) TURN'S MOTION FOR APPOINTMENT OF
	) OFFICIAL COMMITTEE OF RATEPAYER
Debtors.	) CLAIMANTS; STATEMENT OF
	) WILLINGNESS TO SERVE ON SUCH
	) COMMITTEE AND RESERVATION OF
	) RIGHTS [DOCKET NO. 1324]
<input type="checkbox"/> Affects PG&E Corporation)
<input type="checkbox"/> Affects Pacific Gas and Electric Company	) Date: May 8, 2019
	) Time: 9:30 a.m.
<input checked="" type="checkbox"/> Affects both Debtors.	) Courtroom: 17
	) Place: 450 Golden Gate Ave., 16 th Floor
* All papers shall be filed in the Lead Case	) San Francisco, CA 94102
No. 19-30088 DM	) Judge: Honorable Dennis Montali

Northern California Power Agency ("NCPA") submits this Statement in Support of TURN's Motion for Appointment of an Official Committee of Ratepayer Claimants (Docket No. 1324, the "Motion"), Statement of Willingness to Serve on Such Committee and Reservation of Rights. This Statement is supported by the accompanying declaration of Anthony Zimmer, and the pleadings, orders and reports in these cases and in PG&E I referred to herein, of which judicial notice is requested.

Summary of Position

1. NCPA supports the need for a ratepayer claimants committee. The ratepayer claimants will be the parties most responsible for paying the increased rates that will inevitably be required to confirm a plan in these cases. In PG&E I, the interests of the ratepayer claimants were represented by NCPA's member the City of Palo Alto, which was appointed and served on the Official Committee of Unsecured Creditors. The ratepayer claimants' interests are not represented by membership on either the Unsecured Committee or the Tort Committee.

2. NCPA is willing to serve on a ratepayer claimants committee. NCPA is a not-for-profit joint powers authority, a ratepayer of FERC regulated rates and a ratepayer claimant for TO18 and TO19 rebate claims, among other claims. Unlike the other members proposed by TURN for the ratepayer claimants committee, NCPA pays FERC regulated rates. As a FERC regulated ratepayer, NCPA would provide a different and relevant perspective to the committee. Because NCPA is a "governmental unit," it would serve as an *ex officio* non-voting member and abstain from any matter, such as an asset sale where it would be a stalking horse, a bidder or a buyer.

Statement of Support for Ratepayer Claimants Committee

3. NCPA is a nonprofit California joint powers agency established in 1968 to construct and operate renewable and low-emitting generating facilities and assist in meeting the wholesale energy needs of its 16 members – the Cities of Alameda, Biggs, Gridley, Healdsburg, Lodi, Lompoc, Palo Alto, Redding, Roseville, Santa Clara, Shasta Lake, and Ukiah, Plumas-Sierra Rural Electric Cooperative, Port of Oakland, San Francisco Bay Area Rapid Transit (BART), and Truckee Donner Public Utility District. Collectively these members serve nearly 700,000 electric consumers in Central and Northern California. These members represent the geographic breadth and diversity of

1 the state of California – from the Silicon, Sonoma and Central Valleys to the Sierras, some are urban
2 and some are rural, and the size of utilities represented by NCPA varies greatly as well.

3 4. NCPA purchases transmission services on behalf of itself and its pool members
4 (Alameda, Biggs, Gridley, Healdsburg, Lodi, Lompoc, Palo Alto, Ukiah, the Plumas-Sierra Rural
5 Electric Cooperative, and the Port of Oakland), all of whom are signatories to the Third Amended
6 and Restated Metered Subsystem Aggregator (“MSSA”) Agreement with the California Independent
7 System Operator (“CAISO”). The MSSA Agreement establishes the relationship between NCPA and
8 its pool members and the CAISO.

9 5. In order to get compensation for use of its transmission facilities, PG&E files a
10 transmission revenue requirement (“TRR”) with the Federal Energy Regulatory Commission
11 (“FERC” or “the Commission”). A portion of that TRR is collected by CAISO through operation of
12 the CAISO’s Transmission Access Charge and Wheeling Access Charge rate mechanisms. As a
13 participant in CAISO’s markets that pays CAISO’s transmission rates, NCPA ultimately pays
14 PG&E’s transmission rates. Indeed, due to the large amount of load served by NCPA’s members,
15 accounting for about 2% of of load in the CAISO, NCPA pays for a portion of PG&E’s TRR
16 amounting to many millions of dollars each year.

17 6. PG&E’s transmission rates – like the transmission rates of other public utilities – are
18 FERC jurisdictional, meaning they must be filed with FERC and the Commission must find that they
19 are just, reasonable, and not unduly discriminatory. Over the last two decades, PG&E has filed a
20 transmission rate case at FERC almost every year. These rate cases are referred to as chronologically
21 numbered “TO” cases—i.e., beginning with TO1 and continuing, most recently, with TO20. After
22 PG&E files each rate case, FERC issues a preliminary order on it, finding that the rates may be
23 unjust and unreasonable, putting them in effect subject to refund if they are ultimately found to be
24 too high, and then setting them for hearing procedures (held in abeyance while settlement
25 negotiations under the auspices of a Commission Administrative Law Judge (“ALJ”) take place).
26 NCPA, as well as other wholesale customers (and the California Public Utilities Commission
27 (“CPUC”) on behalf of retail customers), frequently intervene and participate in those proceedings.¹

28
¹ In PG&E I, Case No. 01-30923 DM, the court authorized payment of the refunds approved by

7. In most cases, PG&E and ratepayers have reached settlements as to the appropriate level of PG&E's transmission rates. Those settlements are filed with the Commission, the Commission orders refunds of the excess amounts collected, and the CAISO's invoices are adjusted to ensure customers receive refunds. However, in TO18, filed in July, 2016 in FERC Docket No. ER16-2320, PG&E and its customers did not reach a settlement. Accordingly, a hearing was held before a Commission ALJ, who issued an initial decision suggesting ratepayers were due refunds of \$288 million, of which NCPA would be entitled to approximately 2% or \$6.0 million.² The ALJ decision is now pending before the Commission, which reviews its ALJ's decisions *de novo*. The Commission's decision could be issued at any time; when it is, it is likely that substantial refunds will be due customers.

8. In the subsequent case, TO19, filed in July, 2017 in FERC Docket No. ER17-2154, PG&E and its customers did reach a settlement. However, that settlement linked PG&E's rates to the Commission's final decision in TO18. Accordingly, the amount of the refunds due under that settlement is yet to be determined. NCPA estimates that if the ALJ's initial decision is upheld, it will be due approximately \$7.3 million under the TO19 settlement.

9. Finally, on October 1, 2018, PG&E filed TO20 in FERC Docket No. ER19-13. That case is currently in settlement negotiations before a Commission ALJ and NCPA is a participant in those settlement negotiations. Whether the case settles or is ultimately decided at hearing, it is likely refunds will be due to customers.³

10. NCPA is by no means the only wholesale customer that participates in PG&E's rate cases at FERC and who will likely be due substantial refunds at the conclusion of TO18, TO19, and TO20. Other wholesale customers include California cities who operate their own utilities and

FERC in TO1 and TO2. See Motion for Order Authorizing Debtor to Pay Certain Refund Obligations, filed April 24, 2003, Docket No. 12634 and Order Granting Motion of Pacific Gas and Electric Company for Order Authorizing Debtor to Pay Certain Refund Obligations, entered May 29, 2003, Docket No. 12860.

² This is a loose estimate based on information available at this time; however, NCPA believes it is likely that under any scenario, the amount of refunds due will be substantial.

³ As a result of PG&E's chapter 11 filing, the Commission suspended TO20 for five months so the TO20 rates will not go into effect until a future date.

1 purchase transmission service from PG&E (e.g., the City of Anaheim and the City of Riverside) and
2 the California Department of Water Resources, which uses PG&E transmission to operate its State
3 Water Project. All of these entities will therefore be affected by how PG&E handles refunds
4 resulting from ongoing rate cases.

5 11. Any plan in these jointly administered cases will require funding. That funding must
6 come from sale, leasing or encumbering of assets or from income. The utility's income is from
7 operating revenues, which for February, 2019, were reported at \$1.285 billion.⁴ Those operating
8 revenues come from ratepayers who are paying for the transmission, sale and delivery of electricity
9 and natural gas. Historically, FERC regulated rate payments accounted for approximately 10% of
10 these operating revenues for the Utility.

11 12. There is no ratepayer claimant representation on either of the two existing Official
12 Committees – the duties of those committees and their members are to maximize recovery for
13 unsecured creditors and tort claimants. In PG&E's first chapter 11 case, NCPA's member the City
14 of Palo Alto served on the only Official Committee in the case⁵ and was able to provide that
15 committee with the insights of ratepayer claimants and municipal utility creditors. Ratepayer
16 claimants share the interest of general creditors in wanting to know when and how much they will
17 get paid, and NCPA supports the earliest possible resolution and payment to the wildfire victims.
18 But such ratepayer claimants also have a long term interest in durable, sustainable solutions because
19 they will be ratepayers not only until their claims are paid, but for as long as they continue to take
20 service from PG&E.

21 13. The ratepayer claimants, as explained in the Motion and above, would be concerned
22 not only with maximizing recovery of ratepayer claimants but also with assuring that the ratepayer
23 claimants are not burdened with more than their fair share of the pain attendant to confirmation of a
24 plan.

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26 _____
27 ⁴ See Monthly Operating Report, Month Ended February 28, 2019, Docket No. 1137 at p. 3.

28 ⁵ See Appointment of Committee of Unsecured Creditors in In re Pacific Gas and Electric Co., Case
No. 01-30923 DM, entered April 13, 2001, Docket No. 102.

Statement of Willingness to Serve on Official Committee of Ratepayer Claimants

14. NCPA is a ratepayer claimant. It holds claims for refunds from PG&E of approximately \$13.3 million as a wholesale Transmission Owner Tariff customer arising out of FERC proceedings referred to as TO18 and TO19. Those claims are contingent and unliquidated but in the process of resolution at FERC. An initial ALJ decision in TO18, which is waiting review by FERC, suggested ratepayers were due \$288 million refunds, of which NCPA would be entitled to approximately 2% or \$6.0 million. In TO19, the outcome is contingent on the TO18 outcome, but those refunds could total nearly \$374 million and NCPA's share would be approximately \$7.3 million, depending on the Commission's action.

15. NCPA is unlike the ratepayer claimants identified in TURN's motion who are all ratepayers of CPUC regulated rates. NCPA is a ratepayer claimant of FERC regulated rates. Because any plan will almost certain require an increase in rates, subject to approval by the CPUC and FERC as required under 1129(a)(6), any ratepayer claimants committee needs to include FERC ratepayer claimant representation.

16. NCPA, as a "governmental unit" (as defined in Bankruptcy Code section 101(27)), would serve as an *ex officio* non-voting member. NCPA would excuse itself from participating in any Committee matter on which NCPA may have an interest, such as an asset sale where it would be a stalking horse, a bidder or a buyer.

Reservation of Rights

17. Except as provided above, nothing herein nor in any other appearance, pleading, claim, proof of claim, suit, motion or any other writing or conduct shall constitute a waiver by NCPA of any procedural or substantive rights, remedies, claims, or defenses including, without limitation: (a) the right to have all matters, except monetary "damages claims," probation violations, and criminal complaints, heard and resolved by the CPUC or FERC; (b) the right to have any and all final orders in any and all matters entered only after *de novo* review by a United States District Court Judge; (c) the right to have any matter heard and tried before an Article III court or, in the event of any applicable Chapter 9 case, such other bankruptcy court; (d) the right to trial by jury in any proceeding as to any and all matters so triable therein, whether or not the same be designated legal or

private rights, or in any case, controversy or proceeding related hereto, whether or not such jury trial right is pursuant to statute or the United States Constitution, as well as the rights of State governmental units as such for sovereign immunity or under applicable laws, including the Fifth and Tenth Amendments; (e) the right to have the reference of this matter withdrawn by the United States District Court in any matter or proceeding subject to mandatory or discretionary withdrawal; (f) other rights, claims, actions, remedies, defenses, setoffs, recoupments or other matters to which NCPA is entitled under any agreements or at law or in equity or under the United States Constitution, including those protecting public funds or which may be enforced as police or regulatory powers under Section 362(b)(4) or under 28 U.S.C. § 959; and (g) the right to be served directly with pleadings commencing an adversary proceeding, contested matter or other proceeding or action.

18. All of the above rights, claims, defenses, and remedies are hereby expressly reserved. The filing of this Statement and participating in these bankruptcy cases, or any of them, shall not be deemed to constitute a concession or admission of jurisdiction in the case or cases or before this court or any other court. NCPA does not consent to the bankruptcy court's jurisdiction or the jurisdiction of any other court. NCPA does not consent to the entry of final judgments, orders and/or decrees by the bankruptcy judge/bankruptcy court. At all times, NCPA demands a jury trial. NCPA does not consent to the bankruptcy court/bankruptcy judge conducting any jury trial.

Conclusion

For the foregoing reasons, NCPA supports TURN's request that the court appoint an Official Committee of Ratepayer Claimants and expresses its willingness to serve as an *ex officio* non-voting member on such a committee.

DATED: April 24, 2019.

RESPECTFULLY SUBMITTED,

BOUTIN JONES INC.

By: /s/ Mark Gorton
Mark Gorton

-and-

NORTHERN CALIFORNIA POWER AGENCY

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PROOF OF SERVICE

I am employed in the County of Sacramento; my business address is 555 Capitol Mall, Suite 1500, Sacramento, California 95814. I am over the age of eighteen years and not a party to the foregoing action.

On April 24, 2019, I served the within:

(1) NORTHERN CALIFORNIA POWER AGENCY'S STATEMENT OF SUPPORT FOR TURN'S MOTION FOR APPOINTMENT OF OFFICIAL COMMITTEE OF RATEPAYER CLAIMANTS; STATEMENT OF WILLINGNESS TO SERVE ON SUCH COMMITTEE AND RESERVATION OF RIGHTS [DOCKET NO. 1324]

(2) DECLARATION OF ANTHONY ZIMMER IN SUPPORT OF NORTHERN CALIFORNIA POWER AGENCY'S STATEMENT OF SUPPORT FOR TURN'S MOTION FOR APPOINTMENT OF OFFICIAL COMMITTEE OF RATEPAYER CLAIMANTS; STATEMENT OF WILLINGNESS TO SERVE ON SUCH COMMITTEE AND RESERVATION OF RIGHTS [DOCKET NO. 1324]

☒ **(by mail)** on all parties in said action by regular, first class United States mail, postage fully pre-paid, by placing a true copy thereof enclosed in a sealed envelope in a designated area for outgoing mail, addressed as set forth below. At Boutin Jones Inc., mail placed in that designated area is given the correct amount of postage and is deposited that same day, in the ordinary course of business, in a United States mailbox in the City of Sacramento, California.

☐ **(by personal delivery)** by personally delivering a true copy thereof to the person(s) and at the address(es) set forth below.

☐ **(by overnight delivery)** on the following party(ies) in said action by placing a true copy thereof enclosed in a sealed envelope, with delivery fees paid or provided for, in a designated area for outgoing overnight mail, addressed as set forth below. In the ordinary course of business at Boutin Jones Inc., mail placed in that designated area is picked up that same day for delivery the following business day.

☐ **(by facsimile)** by transmitting a true copy thereof to the persons at the following telecopier numbers and obtaining electronic confirmation that the transmissions have been received.

☐ **(by e-mail transmission)** based on a court order or an agreement of the parties to accept service by e-mail or electronic transmission, I sent the document(s) to the person(s) at the e-mail address(es) as set forth below, or as stated on the attached service list.

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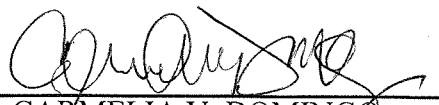
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22 I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

23 Executed on April 24, 2019, at Sacramento, California.

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CARMELIA V. DOMINGO